

ALVORD AND ALVORD
ATTORNEYS AT LAW RECORDATION NO. 17774-C
FILED 1425
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973
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FAX (202) 393-2156
ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

INTERSTATE COMMERCE COMMISSION COUNSEL
URBAN A. LESTER

DEC 10 1993 -9 10 AM

0100064007

December 8, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) duly executed copies of a 1993 Term Loan Facility Cross Collateral Security Agreement, dated as of September 30, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement, dated as of October 9, 1991, which was duly filed with the Commission under Recordation Number 17774.

The names and addresses of the parties to the enclosed document are:

John S
Borrower: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lender/Agent: General Electric Capital Corporation
1600 Summer Street, 6th Floor
Stamford, Connecticut 06927

A description of the railroad equipment covered by the enclosed document is:

944 railcars as identified in Schedule 1 attached to the aforesaid Cross Collateral Security Agreement being filed herewith.

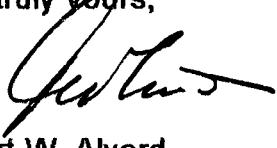
Chenoweth

Mr. Sidney L. Strickland, Jr.
December 8, 1993
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 1777425
FILED 1425
DEC 10 1993 - 9:10 AM
INVESTIGATIVE COMMISSIONER COMMISSION

1993 TERM LOAN FACILITY CROSS COLLATERAL SECURITY AGREEMENT

THIS 1993 TERM LOAN FACILITY CROSS COLLATERAL SECURITY AGREEMENT dated as of September 30, 1993 (the "1993 Facility Cross Collateral Security Agreement") is executed by GREENBRIER RAILCAR, INC., a Delaware corporation (the "Borrower"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, as Agent ("Agent" or "1993 Facility Agent") for itself and the 1993 Facility Lenders (as defined below).

R E C I T A L S:

A. Borrower, Greenbrier Leasing Corporation, a Delaware corporation (the "Guarantor") and General Electric Capital Corporation have entered into (i) a Loan Agreement dated as of October 9, 1991 (the "1991 Loan Agreement"), providing for the commitment of the lenders thereunder (the "1991 Facility Lenders") to make certain term loans of up to \$20,000,000 in the aggregate to Borrower upon the terms and subject to the conditions set forth therein and (ii) a Loan Agreement dated as of September 30, 1993 (the "1993 Loan Agreement"), providing for the commitment of the lenders thereunder (the "1993 Facility Lenders") to make certain term loans of up to \$40,000,000 in the aggregate to Borrower upon the terms and subject to the conditions set forth therein (such conditions include the execution and delivery by Borrower of this 1993 Facility Cross Collateral Security Agreement, the 1993 Security Agreement (as defined below) and the 1991 Facility Cross Collateral Security Agreement (as defined below)).

B. In connection with the execution of the 1991 Loan Agreement, Borrower and General Electric Capital Corporation, as Agent for the 1991 Facility Lenders (the "1991 Facility Agent"), entered into a Security Agreement dated as of April 10, 1992 (the "1991 Security Agreement"). In connection with the execution of the 1993 Loan Agreement, Borrower and General Electric Capital Corporation, as 1991 Facility Agent, have entered into a 1991 Term Loan Facility Cross Collateral Security Agreement (the "1991 Facility Cross Collateral Security Agreement"). Also in connection with the execution of the 1993 Loan Agreement, Borrower and 1993 Facility Agent have entered into (i) this 1993 Facility Cross Collateral Security Agreement and (ii) a Security Agreement dated as of September 30, 1993 (the "1993 Security Agreement").

C. The 1993 Security Agreement and this 1993 Facility Cross Collateral Security Agreement secure the full

performance and discharge of all 1993 Facility Obligations, including without limitation the payment in full of the Term Loans and all other amounts becoming due from time to time under the 1993 Loan Agreement and the other Operative Documents.

D. Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the 1993 Loan Agreement.

SECTION 1. GRANT OF SECURITY.

Borrower in consideration of the premises and of other good and valuable consideration (including the commitment of the 1993 Facility Lenders to enter into the 1993 Loan Agreement), receipt of which is hereby acknowledged, and to secure the full performance and discharge of the Obligations does hereby convey, warrant, mortgage, assign, pledge and grant to Agent, its successors and assigns, for the benefit of the 1993 Facility Lenders, a security interest in all and singular of Borrower's right, title and interest in and to the properties, rights, interests and privileges described in Section 2 (all of which properties hereby mortgaged, assigned and pledged or intended so to be are hereinafter collectively referred to as the "Collateral").

SECTION 2. DESCRIPTION OF COLLATERAL.

The Collateral hereunder is identical to all Collateral (as such term is defined in the 1991 Security Agreement) granted, or to be granted, under the 1991 Security Agreement. A list of all railcars and lease schedules (such listed railcars and lease schedules being a portion of all the Collateral) constituting Collateral hereunder is attached hereto as Schedule 1.

SECTION 3. REPRESENTATIONS, WARRANTIES AND COVENANTS.

Borrower represents, warrants, covenants and agrees (i) that the representations and warranties contained in Section 4 (excluding the last two sentences of Section 4.8 thereof) of the 1991 Loan Agreement are true and correct as of the execution of this 1993 Facility Cross Collateral Security Agreement and that such representations and warranties shall survive the execution and delivery of this 1993 Facility Cross Collateral Security Agreement and (ii) during the term of this 1993 Facility Cross Collateral Security Agreement and until its performance of all Obligations to 1993 Facility Agent and the 1993 Facility

Lenders, Borrower will abide by all of the covenants contained in Sections 6 and 7 of the 1991 Loan Agreement.

SECTION 4. DEFAULTS AND OTHER PROVISIONS.

The term "Event of Default" for all purposes of this 1993 Facility Cross Collateral Security Agreement shall have the meaning given in Section 8 of the 1993 Loan Agreement. When an Event of Default has occurred and is continuing, 1993 Facility Agent and the 1993 Facility Lenders may exercise any and all rights available to them pursuant to Section 9 of the 1993 Loan Agreement.

SECTION 5. RELEASE OF CERTAIN RAILCARS.

The 1993 Facility Agent shall release the Liens granted hereunder in the Collateral upon the earlier to occur of (i) the payment in full of all 1993 Facility Obligations pursuant to Articles II and III of the 1993 Loan Agreement and (ii) the release of liens in the Collateral pursuant to Section 5 of the 1991 Security Agreement provided, that in the case of (ii) above, the Liens granted hereunder shall be released only in the portions of the Collateral released pursuant to Section 5 of the 1991 Security Agreement.

SECTION 6. MISCELLANEOUS.

6.1 Successors and Assigns. Whenever any of the parties hereto is referred to, such reference shall be deemed to include the successors and assigns of such party; and all the covenants, promises and agreements in this Security Agreement contained by or on behalf of Borrower or by or on behalf of Agent or any 1993 Facility Lender, shall bind and inure to the benefit of the respective successors and assigns of such parties whether so expressed or not.

6.2 Severability. Any provision of this 1993 Facility Cross Collateral Security Agreement prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof or any provision in any other Operative Document, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. The provisions of this 1993 Facility Cross Collateral Security Agreement shall remain valid and enforceable notwithstanding the invalidity, unenforceability, impossibility or illegality of performance of any other Operative Document.

6.3 Notices. All notices provided for herein shall be deemed to have been duly given or made when delivered in compliance with Section 11.9 of the 1993 Loan Agreement.

6.4 Amendments. This 1993 Facility Cross Collateral Security Agreement may only be amended or supplemented by an instrument or instruments in writing executed by Borrower in accordance with the 1993 Loan Agreement and the other Operative Documents.

6.5 Governing Law. THIS SECURITY AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK; PROVIDED, HOWEVER, THAT AGENT AND THE LENDERS SHALL BE ENTITLED TO ALL THE RIGHTS CONFERRED BY ANY APPLICABLE FEDERAL STATUTE, RULE OR REGULATION.

IN WITNESS WHEREOF, Borrower has caused this Security Agreement to be executed, as of the day and year first above written.

GREENBRIER RAILCAR, INC.,

By: Norris M. Webb
Title: Vice President

GENERAL ELECTRIC CAPITAL CORPORATION, as 1993 Facility Agent,

By: _____
Title: _____

6.3 Notices. All notices provided for herein shall be deemed to have been duly given or made when delivered in compliance with Section 11.9 of the 1993 Loan Agreement.

6.4 Amendments. This 1993 Facility Cross Collateral Security Agreement may only be amended or supplemented by an instrument or instruments in writing executed by Borrower in accordance with the 1993 Loan Agreement and the other Operative Documents.

6.5 Governing Law. THIS SECURITY AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK; PROVIDED, HOWEVER, THAT AGENT AND THE LENDERS SHALL BE ENTITLED TO ALL THE RIGHTS CONFERRED BY ANY APPLICABLE FEDERAL STATUTE, RULE OR REGULATION.

IN WITNESS WHEREOF, Borrower has caused this Security Agreement to be executed, as of the day and year first above written.

GREENBRIER RAILCAR, INC.,

By: _____

Title: _____

GENERAL ELECTRIC CAPITAL CORPORATION, as 1993 Facility Agent,

By: John L. Sullivan

Title: JOHN L. SULLIVAN
MANAGER - OPERATIONS

STATE OF Oregon ,) ss.:
COUNTY OF Clackamas ,)

I, the undersigned, a notary public in and for said county and said state, hereby certify that Morriss M Webb whose name as Vice President of Greenbrier Railcar, Inc., is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the 3rd day of December, 1993.

Given, under my hand and seal on this 3rd day of December, 1993.

Janet E. Hudson
Notary Public

[Notarial Seal]

my commission expires:
5/28/94

STATE OF Connecticut ,) ss.:
COUNTY OF Hartford ,)

I, the undersigned, a notary public in and for said county and said state, hereby certify that John L. Sullivan whose name as Mgr - Operations of General Electric Capital Corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the 2nd day of December, 1993.

Given, under my hand and seal on this 2nd day of December, 1993.

Margaret R. Overton
Notary Public

[Notarial Seal]

MARGARET R. OVERTON
Notary Public
My Commission Expires April 30, 1996

SCHEDULE 1

TO

1993 TERM LOAN FACILITY CROSS COLLATERAL SECURITY AGREEMENT

(consisting of the following 21 pages)

SCHEDULE 1

Those Lease Schedules between Borrower as Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, (collectively "Lessee"), as described below:

Lease Schedules:

Schedule No. 4A dated as of December 6, 1991 between Borrower as Lessor and Lessee to Master Lease Agreement dated as of March 14, 1991 between Borrower and Lessee (The "Master Lease").

Schedule No. 6B dated as of November 1, 1991 between Borrower, as Lessor, and Lessee to the Master Lease.

Schedule No. 9D dated as of November 12, 1991 between Borrower, as Lessor, and Lessee to the Master Lease.

Railcars:

(See attached pages 1 through 4)

K040621.SCH

SCHEDULE 1

Those lease schedules between Borrower as Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, (collectively "Lessee"), as described below:

Lease Schedules:

Schedule No. 4A dated as of December 6, 1991 between Borrower as Lessor and Lessee to Master Lease Agreement dated as of March 14, 1991 between Borrower and Lessee (the "Master Lease") to the extent of one (1) additional railcar identified below that was not described in that certain Security Agreement dated as of April 10, 1992 and filed at the Interstate Commerce Commission on April 16, 1992 and assigned Recordation No. 17774 ("Master Security Agreement").

Schedule No. 5A dated as of October 25, 1991 between Borrower as Lessor and Lessee to the Master Lease.

Schedule No. 6B dated as of November 1, 1991 between Borrower as Lessor and Lessee to the Master Lease to the extent of four (4) additional railcars identified below that were not described in the Master Security Agreement.

Schedule No. 7B dated as of November 4, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 7B of the Master Lease Agreement.

Schedule No. 7C dated as of November 4, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 7C of the Master Lease Agreement.

Schedule No. 8A dated as of November 5, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 8A of the Master Lease Agreement.

Schedule No. 11B dated as of November 20, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended September 4, 1992 by Amendment to Schedule No. 11B of the Master Lease Agreement.

Schedule No. 15A dated as of October 22, 1992 between Borrower as Lessor and Lessee to the Master Lease.

Schedule No. 16C dated as of June 2, 1992 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 16C of the Master Lease Agreement.

Railcars:

(See attached pages 1 - 10).

SCHEDULE 1

Those lease schedules between Borrower as Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, (collectively "Lessee"), as described below:

Lease Schedules:

Schedule No. 7B dated as of November 4, 1991 between Borrower as Lessor and Lessee to Master Lease Agreement dated as of March 14, 1991 between Borrower and Lessee (the "Master Lease") to the extent of five (5) additional railcars identified below that were not described in that certain Security Agreement dated as of April 10, 1992 and filed at the Interstate Commerce Commission on April 16, 1992 and assigned Recordation No. 17774 ("Master Security Agreement") or described in that certain First Supplement dated as of October 29, 1992 to the Master Security Agreement which was also filed at the Interstate Commerce Commission on October 30, 1992, and assigned Recordation No. 17774-A ("First Supplement").

Schedule No. 8A dated as of November 5, 1991 between Borrower as Lessor and Lessee to the Master Lease to the extent of fifty-eight (58) additional railcars identified below that were not described in the Master Security Agreement or the First Supplement.

Schedule No. 11B dated as of November 20, 1991 between Borrower as Lessor and Lessee to the Master Lease as amended September 4, 1992 by Amendment to Schedule No. 11B of the Master Lease to the extent of two (2) additional railcars identified below that were not described in the Master Security Agreement of the First Supplement.

Schedule No. 13A dated as of September 4, 1992 between Borrower as Lessor and Lessee to the Master Lease as amended November 18, 1992 by Amendment to Schedule No. 13A of the Master Lease.

Schedule No. 15A dated as of October 22, 1992 between Borrower as Lessor and Lessee to the Master Lease to the extent of twenty-eight (28) additional railcars identified below that were not described in the Master Security Agreement of the First Supplement.

Schedule No. 16C dated as of June 2, 1992 between Borrower as Lessor and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 16C of the Master Lease Agreement to the extent of eighteen (18) additional railcars identified below that were not described in the Master Security Agreement of the First Supplement.

Railcars:

(See attached pages 1 - 4).

K102321 SCH

PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER	PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER
J2A1	SSW 060620	GVSR 763005	02A1	SP 242080	GVSR 764054
J2A1	SSW 060688	GVSR 763006	02A1	SP 240336	GVSR 764055
J2A1	SSW 060735	GVSR 763007	02A1	SP 241327	GVSR 764058
J2A1	SSW 060673	GVSR 763008	02A1	SP 242492	GVSR 764059
J2A1	SSW 060871	GVSR 763011	02A1	SP 242577	GVSR 764060
J2A1	SSW 060813	GVSR 763015	02A1	SP 242762	GVSR 764061
J2A1	SSW 060820	GVSR 763021	02A1	SP 240678	GVSR 764064
J2A1	SSW 060792	GVSR 763022	02A1	SP 241164	GVSR 764065
J2A1	SSW 060650	GVSR 763023	02A1	SP 240006	GVSR 764066
J2A1	SSW 060803	GVSR 763024	02A1	SP 240679	GVSR 764067
J2A1	SSW 060808	GVSR 763025	02A1	SP 242394	GVSR 764069
J2A1	SSW 060926	GVSR 763027	02A1	SP 240271	GVSR 764070
J2A1	SSW 060860	GVSR 763032	02A1	SP 241022	GVSR 764071
J2A1	SSW 060757	GVSR 763033	02A1	SP 242189	GVSR 764072
J2A1	SSW 060710	GVSR 763035	02A1	SP 242846	GVSR 764073
J2A1	SSW 060502	GVSR 763037	02A1	SP 242501	GVSR 764079
J2A1	SSW 060786	GVSR 763039	02A1	SP 240161	GVSR 764084
J2A1	SSW 060954	GVSR 763041	02A1	SP 240743	GVSR 764085
J2A1	SSW 060719	GVSR 763042	02A1	SP 242107	GVSR 764088
J2A1	SSW 060736	GVSR 763043	02A1	SP 241173	GVSR 764090
J2A1	SSW 060739	GVSR 763044	02A1	SP 241038	GVSR 764093
J2A1	SP 242807	GVSR 764001	02A1	SP 240063	GVSR 764095
J2A1	SP 242527	GVSR 764002	02A1	SP 242447	GVSR 764097
J2A1	SP 242430	GVSR 764006	02A1	SP 240877	GVSR 764104
J2A1	SP 242161	GVSR 764007	02A1	SP 242850	GVSR 764113
J2A1	SP 242224	GVSR 764008	02A1	SP 242781	GVSR 764114
J2A1	SP 240984	GVSR 764010	02A1	SP 242798	GVSR 764118
J2A1	SP 240443	GVSR 764011	02A1	SP 242845	GVSR 764119
J2A1	SP 240483	GVSR 764013	02A1	SP 242413	GVSR 764120
J2A1	SP 240011	GVSR 764014	02A1	SP 242081	GVSR 764121
J2A1	SP 240273	GVSR 764015	02A1	SP 240722	GVSR 764125
J2A1	SP 241006	GVSR 764016	02A1	SP 242325	GVSR 764126
J2A1	SP 242420	GVSR 764018	02A1	SP 240418	GVSR 764130
J2A1	SP 240752	GVSR 764019	02A1	SP 241247	GVSR 764132
02A1	SP 240321	GVSR 764021	02A1	SP 240405	GVSR 764133
02A1	SP 240945	GVSR 764024	02A1	SP 241293	GVSR 764136
02A1	SP 242567	GVSR 764025	02A1	SP 242277	GVSR 764137
02A1	SP 242401	GVSR 764027	02A1	SP 240924	GVSR 764138
02A1	SP 240499	GVSR 764028	02A1	SP 242291	GVSR 764139
02A1	SP 242397	GVSR 764029	02A1	SP 241121	GVSR 764141
02A1	SP 240178	GVSR 764030	02A1	SP 240237	GVSR 764142
02A1	SP 242190	GVSR 764031	02A1	SP 240351	GVSR 764143
02A1	SP 240603	GVSR 764036	02A1	SP 241224	GVSR 764145
02A1	SP 242337	GVSR 764038	02A1	SP 242627	GVSR 764146
02A1	SP 242067	GVSR 764039	02A1	SP 240009	GVSR 764149
02A1	SP 241142	GVSR 764040	02A1	SP 240557	GVSR 764151
02A1	SP 240083	GVSR 764042	02A1	SP 240358	GVSR 764156
02A1	SP 240264	GVSR 764043	02A1	SP 242402	GVSR 764158
02A1	SP 242408	GVSR 764044	02A1	SP 240086	GVSR 764159
02A1	SP 241243	GVSR 764045	02A1	SP 241923	GVSR 764160
02A1	SP 242393	GVSR 764046	02A1	SP 240322	GVSR 764164
02A1	SP 240128	GVSR 764047	02A1	SP 242103	GVSR 764173
02A1	SP 240896	GVSR 764048	02A1	SP 242206	GVSR 764174
02A1	SP 242095	GVSR 764049	02A1	SP 241097	GVSR 764175
02A1	SP 240355	GVSR 764051	02A1	SP 242310	GVSR 764176

SCHEDULE 1

PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER	PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER
02A1	SP 242203	GVSR 764187	02A1	SP 243185	GVSR 767021
~?A1	SP 242328	GVSR 764188	02A1	SSW 066486	GVSR 767022
A1	SP 240581	GVSR 764189	02A1	SP 243286	GVSR 767023
u2A1	SP 242177	GVSR 764190	02A1	SP 243162	GVSR 767028
02A1	SP 242602	GVSR 764193	02A1	SP 243179	GVSR 767029
02A1	SP 242380	GVSR 764196	02A1	SP 243139	GVSR 767031
02A1	SP 242146	GVSR 764199	02A1	SP 243202	GVSR 767032
02A1	SP 240148	GVSR 764200	02A1	SP 243111	GVSR 767033
02A1	SP 240048	GVSR 764201	02A1	SP 243352	GVSR 767044
02A1	SP 242683	GVSR 764204	02A1	SP 243049	GVSR 767046
02A1	SP 242881	GVSR 764205	02A1	SSW 066029	GVSR 767054
02A1	SP 242424	GVSR 764206	02A1	SSW 066494	GVSR 767059
02A1	SP 240997	GVSR 764207	02A1	SP 243127	GVSR 767062
02A1	SP 240464	GVSR 764208	02A1	SP 243238	GVSR 767065
02A1	SP 240173	GVSR 764209	02A1	SP 243297	GVSR 767066
02A1	SP 240239	GVSR 764210	02A1	SP 243022	GVSR 767071
02A1	SP 241323	GVSR 764211	02A1	SP 243119	GVSR 767072
02A1	SP 242777	GVSR 764212	02A1	SP 243354	GVSR 767075
02A1	SP 240953	GVSR 764213	02A1	SP 243356	GVSR 767076
02A1	SP 242250	GVSR 764216	02A1	SSW 066103	GVSR 767102
02A1	SP 240583	GVSR 764222	02A1	SSW 066122	GVSR 767105
02A1	SP 242383	GVSR 764224	02A1	SSW 066160	GVSR 767113
02A1	SP 241055	GVSR 764225	02A1	SP 243061	GVSR 767114
02A1	SP 242518	GVSR 764227	02A1	SSW 066463	GVSR 767117
02A1	SP 240922	GVSR 764228	02A1	SP 243242	GVSR 767119
02A1	SP 241428	GVSR 764229	02A1	SP 243229	GVSR 767123
02A1	SP 242783	GVSR 764233	02A1	SP 243293	GVSR 767124
02A1	SP 242009	GVSR 764234	02A1	SP 243308	GVSR 767125
~?A1	SP 242734	GVSR 764235	02A1	SSW 066038	GVSR 767126
A1	SP 242184	GVSR 764236	02A1	SP 243331	GVSR 767128
u2A1	SP 241206	GVSR 764242	02A1	SSW 066364	GVSR 767129
02A1	SP 242262	GVSR 764251	02A1	SSW 066340	GVSR 767131
02A1	SP 241174	GVSR 764252	02A1	SP 242916	GVSR 767135
02A1	SP 242091	GVSR 764253	02A1	SSW 066356	GVSR 767138
02A1	SP 242541	GVSR 764254	02A1	SSW 066336	GVSR 767139
02A1	SP 242817	GVSR 764255	02A1	SP 243155	GVSR 767145
02A1	SSW 066234	GVSR 767000	02A1	SP 242945	GVSR 767150
02A1	SSW 066235	GVSR 767001	02A1	SP 242911	GVSR 767153
02A1	SSW 066499	GVSR 767002	02A1	SSW 066508	GVSR 767158
02A1	SSW 066228	GVSR 767003	02A1	SP 243314	GVSR 767159
02A1	SSW 066325	GVSR 767006	02A1	SP 243368	GVSR 767160
02A1	SSW 066218	GVSR 767008	02A1	SSW 066308	GVSR 767164
02A1	SP 243369	GVSR 767012	02A1	SSW 066511	GVSR 767166
02A1	SP 243083	GVSR 767014	02A1	SP 243252	GVSR 767167
02A1	SP 243197	GVSR 767015	02A1	SP 243023	GVSR 767168
02A1	SP 242984	GVSR 767016	02A1	SP 242901	GVSR 767171
02A1	SP 243285	GVSR 767017	02A1	SSW 066524	GVSR 767173
02A1	SP 242963	GVSR 767018	02A1	SP 243337	GVSR 767175
02A1	SP 243120	GVSR 767019	02A1	SSW 066014	GVSR 767186
02A1	SP 242950	GVSR 767020	02A1	SP 242944	GVSR 767192
210					
07B1	SSW 024238	GVSR 136021	07B1	SSW 024236	GVSR 136065
07B1	SSW 024245	GVSR 136023	07B1	SSW 024210	GVSR 136068
07B1	SSW 024207	GVSR 136034	07B1	SSW 024199	GVSR 136079

SCHEDULE 1

PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER	PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER
07B1	SSW 024198	GVSR 136087	07B1	SSW 024096	GVSR 136130
07B1	SSW 024204	GVSR 136090	07B1	SSW 023840	GVSR 136131
B1	SSW 023912	GVSR 136094	07B1	SSW 023937	GVSR 136132
07B1	SSW 023994	GVSR 136095	07B1	SSW 024248	GVSR 136133
07B1	SSW 024084	GVSR 136096	07B1	SSW 023843	GVSR 136134
07B1	SSW 024163	GVSR 136097	07B1	SSW 024167	GVSR 136135
07B1	SSW 023783	GVSR 136098	07B1	SSW 023849	GVSR 136136
07B1	SSW 023941	GVSR 136099	07B1	SSW 024017	GVSR 136137
07B1	SSW 023907	GVSR 136100	07B1	SSW 023948	GVSR 136138
07B1	SSW 023862	GVSR 136101	07B1	SSW 024161	GVSR 136139
07B1	SSW 024023	GVSR 136102	07B1	SP 699648	GVSR 138033
07B1	SSW 023943	GVSR 136103	07B1	SP 699728	GVSR 138035
07B1	SSW 023828	GVSR 136104	07B1	SP 699714	GVSR 138036
07B1	SSW 023755	GVSR 136105	07B1	SP 699567	GVSR 138037
07B1	SSW 024085	GVSR 136106	07B1	SP 699748	GVSR 138038
07B1	SSW 023945	GVSR 136107	07B1	SP 699602	GVSR 138039
07B1	SSW 024145	GVSR 136108	07B1	SP 699609	GVSR 138040
07B1	SSW 024222	GVSR 136109	07B1	SP 699528	GVSR 138041
07B1	SSW 023904	GVSR 136110	07B1	SP 699697	GVSR 138042
07B1	SSW 023810	GVSR 136111	07B1	SP 699730	GVSR 138043
07B1	SSW 024243	GVSR 136112	07B1	SP 699721	GVSR 138044
07B1	SSW 023950	GVSR 136113	07B1	SP 699538	GVSR 138045
07B1	SSW 023958	GVSR 136114	07B1	SP 699518	GVSR 138046
07B1	SSW 023864	GVSR 136115	07B1	SP 699561	GVSR 138047
07B1	SSW 023881	GVSR 136117	07B1	SP 699701	GVSR 138048
07B1	SSW 024122	GVSR 136118	07B1	SP 699632	GVSR 138049
07B1	SSW 024065	GVSR 136119	07B1	SP 699588	GVSR 138050
07B1	SSW 023829	GVSR 136121	07B1	SP 699690	GVSR 138051
07B1	SSW 024231	GVSR 136123	07B1	SP 699664	GVSR 138052
..B1	SSW 023792	GVSR 136124	07B1	SP 699584	GVSR 138053
..B1	SSW 023798	GVSR 136125	07B1	SP 699719	GVSR 138054
07B1	SSW 023910	GVSR 136126	07B1	SP 699671	GVSR 138055
07B1	SSW 024019	GVSR 136127	07B1	SP 699523	GVSR 138056
07B1	SSW 023861	GVSR 136128	07B1	SP 699655	GVSR 138057
07B1	SSW 023817	GVSR 136129	07B1	SP 699576	GVSR 138058

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14B	SP 465064	GVSR 629000	14B	SP 465554	GVSR 629021
14B	SP 465293	GVSR 629001	14B	SP 465599	GVSR 629022
14B	SP 465215	GVSR 629003	14B	SP 465522	GVSR 629023
14B	SP 465334	GVSR 629004	14B	SP 465658	GVSR 629024
14B	SP 465298	GVSR 629005	14B	SP 465256	GVSR 629025
14B	SP 465045	GVSR 629006	14B	SP 465468	GVSR 629026
14B	SP 465082	GVSR 629007	14B	SP 465112	GVSR 629027
14B	SP 465036	GVSR 629008	14B	SP 465246	GVSR 629028
14B	SP 465466	GVSR 629009	14B	SP 465687	GVSR 629029
14B	SP 465464	GVSR 629010	14B	SP 465518	GVSR 629030
14B	SP 465261	GVSR 629011	14B	SP 465259	GVSR 629031
14B	SP 465096	GVSR 629013	14B	SP 465294	GVSR 629032
14B	SP 465220	GVSR 629014	14B	SP 465356	GVSR 629033
14B	SP 465421	GVSR 629015	14B	SP 465105	GVSR 629034
14B	SP 465392	GVSR 629016	14B	SP 465272	GVSR 629035
14B	SP 465311	GVSR 629017	14B	SP 465373	GVSR 629037
14B	SP 465575	GVSR 629019	14B	SP 465612	GVSR 629038
14B	SP 465375	GVSR 629020	14B	SP 465131	GVSR 629039

SCHEDULE 1

PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER	PROJECT	ORIGINAL CAR NUMBER	FINAL CAR NUMBER
14B	SP 465213	GVSR 629040	14B	SP 465768	GVSR 632015
14B	SP 465330	GVSR 629041	14B	SP 465715	GVSR 632016
B	SP 465588	GVSR 629048	14B	SP 465784	GVSR 632017
14B	SP 465624	GVSR 629052	14B	SP 466043	GVSR 632018
14B	SP 466041	GVSR 632000	14B	SP 465808	GVSR 632019
14B	SP 465905	GVSR 632001	14B	SP 465761	GVSR 632020
14B	SP 465760	GVSR 632002	14B	SP 466045	GVSR 632021
14B	SP 465913	GVSR 632003	14B	SP 465855	GVSR 632022
14B	SP 465860	GVSR 632004	14B	SP 465868	GVSR 632023
14B	SP 465942	GVSR 632005	14B	SP 465825	GVSR 632024
14B	SP 466001	GVSR 632006	14B	SP 465751	GVSR 632025
14B	SP 465873	GVSR 632007	14B	SP 465750	GVSR 632026
14B	SP 465840	GVSR 632008	14B	SP 465717	GVSR 632027
14B	SP 465929	GVSR 632009	14B	SP 465895	GVSR 632028
14B	SP 465871	GVSR 632010	14B	SP 465730	GVSR 632029
14B	SP 465851	GVSR 632011	14B	SP 465754	GVSR 632030
14B	SP 465921	GVSR 632012	14B	SP 465923	GVSR 632031
14B	SP 465763	GVSR 632013	14B	SP 465951	GVSR 632032
14B	SP 465798	GVSR 632014	14B	SP 465971	GVSR 632033

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TOTAL CAR COUNT 360

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
04A	02A1 SP	SP 242477	GVSR 764232
	1		
05A	05B1 SP	SSW 062627	VCY 142002
05A	05B1 SP	SSW 062628	VCY 142011
05A	05B1 SP	SSW 062629	VCY 142026
05A	05B1 SP	SSW 062630	VCY 142009
05A	05B1 SP	SSW 062632	VCY 142022
05A	05B1 SP	SSW 062635	VCY 142001
05A	05B1 SP	SSW 062637	VCY 142015
05A	05B1 SP	SSW 062640	VCY 142020
05A	05B1 SP	SSW 062644	VCY 142012
05A	05B1 SP	SSW 062646	VCY 142014
05A	05B1 SP	SSW 062651	VCY 142006
05A	05B1 SP	SSW 062652	VCY 142003
05A	05B1 SP	SSW 062654	VCY 142025
05A	05B1 SP	SSW 062657	VCY 142017
05A	05B1 SP	SSW 062672	VCY 142005
05A	05B1 SP	SSW 062679	VCY 142010
05A	05B1 SP	SSW 062684	VCY 142004
05A	05B1 SP	SSW 062689	VCY 142019
05A	05B1 SP	SSW 062692	VCY 142013
05A	05B1 SP	SSW 062696	VCY 142000
05A	05B1 SP	SSW 062708	VCY 142008
05A	05B1 SP	SSW 062711	VCY 142018
05A	05B1 SP	SSW 062714	VCY 142016
05A	05B1 SP	SSW 062715	VCY 142023
05A	05B1 SP	SSW 062721	VCY 142024
05A	05B1 SP	SSW 062723	VCY 142007
	26		
06B	07B1 SP	SSW 024185	GVSR 136116
06B	07B1 SP	SSW 024200	GVSR 136120
06B	07B1 SP	SSW 024235	GVSR 136140
06B	07B1 SP	SSW 024240	GVSR 136122
	4		
07B	16A SP	SP 508509	GVSR 461026
07B	16A SP	SP 508528	GVSR 461024
07B	16A SP	SP 508554	GVSR 461016
07B	16A SP	SP 508624	GVSR 461030
07B	16A SP	SP 508689	GVSR 461020
07B	16A SP	SP 508707	GVSR 461036
07B	16A SP	SP 508722	GVSR 461042
07B	16A SP	SP 508723	GVSR 461040
07B	16A SP	SP 508761	GVSR 461032
07B	16A SP	SP 508825	GVSR 461034
07B	16A SP	SP 508836	GVSR 461028

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
07B	16A SP	SP 508898	GVSR 461022
07B	16A SP	SP 509045	GVSR 443032
07B	16A SP	SP 509051	GVSR 443048
07B	16A SP	SP 509052	GVSR 443042
07B	16A SP	SP 509068	GVSR 443040
07B	16A SP	SP 509112	GVSR 443044
07B	16A SP	SP 509113	GVSR 443034
07B	16A SP	SP 509143	GVSR 443038
07B	16A SP	SP 509172	GVSR 443030
07B	16A SP	SP 509184	GVSR 443046
07B	16A SP	SP 509209	GVSR 443036
07B	16A SP	SP 509362	GVSR 450054
07B	16A SP	SP 509372	GVSR 450056
07B	16A SP	SP 509378	GVSR 450038
07B	16A SP	SP 509389	GVSR 450052
07B	16A SP	SP 509402	GVSR 450046
07B	16A SP	SP 509405	GVSR 450062
07B	16A SP	SP 509418	GVSR 450064
07B	16A SP	SP 509423	GVSR 450048
07B	16A SP	SP 509427	GVSR 450060
07B	16A SP	SP 509440	GVSR 450066
07B	16A SP	SP 509445	GVSR 450044
07B	16A SP	SP 509447	GVSR 450068
07B	16A SP	SP 509456	GVSR 450034
07B	16A SP	SP 509494	GVSR 450050
07B	16A SP	SP 509530	GVSR 450040
07B	16A SP	SP 509553	GVSR 450036
07B	16A SP	SP 509568	GVSR 450058
07B	16A SP	SP 509598	GVSR 459012
07B	16A SP	SP 509617	GVSR 459014
07B	16A SP	SP 509618	GVSR 459030
07B	16A SP	SP 509631	GVSR 459024
07B	16A SP	SP 509639	GVSR 459022
07B	16A SP	SP 509657	GVSR 459016
07B	16A SP	SP 509665	GVSR 459026
07B	16A SP	SP 509675	GVSR 459034
07B	16A SP	SP 509678	GVSR 459018
07B	16A SP	SP 509683	GVSR 459028
07B	16A SP	SP 509694	GVSR 459020
50			
07C	16A SP	SP 508742	GVSR 461012
07C	16A SP	SP 509092	GVSR 443028
07C	16A SP	SP 509383	GVSR 450032
07C	16A SP	SP 509404	GVSR 450020
07C	16A SP	SP 509413	GVSR 450013
07C	16A SP	SP 509419	GVSR 450011
07C	16A SP	SP 509460	GVSR 450028

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
07C	16A SP	SP 509493	GVSR 450030
07C	16A SP	SP 509545	GVSR 450029
07C	16A SP	SP 509611	GVSR 459008
07C	16A SP	SP 509628	GVSR 459010
07C	16A SP	SP 509705	GVSR 459006
12			
08A	10C SP	SP 496039	GVSR 512033
08A	10C SP	SP 496071	GVSR 512037
08A	10C SP	SP 496077	GVSR 512039
08A	10C SP	SP 496134	GVSR 512032
08A	10C SP	SP 496198	GVSR 512036
08A	10C SP	SP 496234	GVSR 518043
08A	10C SP	SP 496241	GVSR 518041
08A	10C SP	SP 496260	GVSR 518046
08A	10C SP	SP 496271	GVSR 518039
08A	10C SP	SP 496285	GVSR 518057
08A	10C SP	SP 496286	GVSR 518042
08A	10C SP	SP 496290	GVSR 518045
08A	10C SP	SP 496293	GVSR 518059
08A	10C SP	SP 496295	GVSR 518037
08A	10C SP	SP 496366	GVSR 512040
08A	10C SP	SP 496398	GVSR 512038
08A	10C SP	SP 496399	GVSR 512047
08A	10C SP	SSW 070639	GVSR 512044
08A	10C SP	SSW 070651	GVSR 512043
08A	10C SP	SSW 070682	GVSR 512042
08A	10C SP	SSW 070717	GVSR 518047
08A	10C SP	SSW 070724	GVSR 518054
08A	10C SP	SSW 070735	GVSR 518050
08A	10C SP	SSW 070751	GVSR 518053
08A	10C SP	SSW 070759	GVSR 518056
08A	10C SP	SSW 071515	GVSR 518052
08A	10C SP	SSW 071571	GVSR 518049
08A	10C SP	SSW 071579	GVSR 518055
08A	10C SP	SSW 071605	GVSR 518048
08A	10C SP	SSW 071608	GVSR 518051
08A	10C SP	SSW 071658	GVSR 518044
08A	10C SP	SSW 073568	GVSR 527041
08A	10C SP	SSW 073585	GVSR 527025
08A	10C SP	SSW 073586	GVSR 527035
08A	10C SP	SSW 073747	GVSR 527039
08A	10C SP	SSW 073822	GVSR 527037
08A	10C SP	SSW 073853	GVSR 527022
08A	10C SP	SSW 073879	GVSR 527034
08A	10C SP	SSW 073929	GVSR 527031
08A	10C SP	SSW 074125	GVSR 528011
08A	10C SP	SSW 074209	GVSR 528035

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 074230	GVSR 528036
08A	10C SP	SSW 074245	GVSR 528018
08A	10C SP	SSW 074330	GVSR 528030
08A	10C SP	SSW 074404	GVSR 528029
08A	10C SP	SSW 074417	GVSR 528038
08A	10C SP	SSW 074419	GVSR 528037
08A	10C SP	SSW 074431	GVSR 528028
08A	10C SP	SSW 074435	GVSR 528033
08A	10C SP	SSW 074541	GVSR 530097
08A	10C SP	SSW 074559	GVSR 530101
08A	10C SP	SSW 074561	GVSR 530081
08A	10C SP	SSW 074669	GVSR 530084
08A	10C SP	SSW 074673	GVSR 530098
08A	10C SP	SSW 074687	GVSR 530096
08A	10C SP	SSW 074705	GVSR 530100
08A	10C SP	SSW 074716	GVSR 530104
08A	10C SP	SSW 074727	GVSR 530108
08A	10C SP	SSW 074875	GVSR 530092
08A	10C SP	SSW 074876	GVSR 530058
08A	10C SP	SSW 074891	GVSR 530107
08A	10C SP	SSW 074897	GVSR 530105
08A	10C SP	SSW 074905	GVSR 530091
08A	10C SP	SSW 074940	GVSR 530103
08A	10C SP	SSW 076205	GVSR 525017
08A	10C SP	SSW 076209	GVSR 525035
08A	10C SP	SSW 076224	GVSR 525021
08A	10C SP	SSW 076227	GVSR 525027
08A	10C SP	SSW 076245	GVSR 525030
08A	10C SP	SSW 076249	GVSR 525024
08A	10C SP	SSW 076253	GVSR 525007
08A	10C SP	SSW 076255	GVSR 525041
08A	10C SP	SSW 076257	GVSR 525020
08A	10C SP	SSW 076267	GVSR 525036
08A	10C SP	SSW 076276	GVSR 525022
08A	10C SP	SSW 076435	GVSR 518040
08A	10C SP	SSW 076997	GVSR 526002
08A	10C SP	SSW 077202	GVSR 524043
08A	10C SP	SSW 077204	GVSR 524107
08A	10C SP	SSW 077209	GVSR 524082
08A	10C SP	SSW 077256	GVSR 524065
08A	10C SP	SSW 077267	GVSR 524049
08A	10C SP	SSW 077276	GVSR 524075
08A	10C SP	SSW 077284	GVSR 524087
08A	10C SP	SSW 077288	GVSR 524051
08A	10C SP	SSW 077290	GVSR 524081
08A	10C SP	SSW 077294	GVSR 524054
08A	10C SP	SSW 077300	GVSR 524101
08A	10C SP	SSW 077339	GVSR 524064

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 077342	GVSR 524089
08A	10C SP	SSW 077345	GVSR 524071
08A	10C SP	SSW 077352	GVSR 524077
08A	10C SP	SSW 077371	GVSR 524105
08A	10C SP	SSW 077374	GVSR 524088
08A	10C SP	SSW 077378	GVSR 524102
08A	10C SP	SSW 077387	GVSR 524100
08A	10C SP	SSW 077388	GVSR 524052
08A	10C SP	SSW 077390	GVSR 524099
08A	10C SP	SSW 077392	GVSR 524074
08A	10C SP	SSW 077412	GVSR 524086
08A	10C SP	SSW 077424	GVSR 524061
08A	10C SP	SSW 077427	GVSR 524055
08A	10C SP	SSW 077452	GVSR 524083
08A	10C SP	SSW 077454	GVSR 524057
08A	10C SP	SSW 077460	GVSR 524106
08A	10C SP	SSW 077461	GVSR 524056
08A	10C SP	SSW 077471	GVSR 524041
08A	10C SP	SSW 077473	GVSR 524024
08A	10C SP	SSW 077481	GVSR 524067
08A	10C SP	SSW 077484	GVSR 524047
08A	10C SP	SSW 077490	GVSR 524093
08A	10C SP	SSW 077491	GVSR 524062
08A	10C SP	SSW 077494	GVSR 524058
08A	10C SP	SSW 077496	GVSR 524096
08A	10C SP	SSW 077506	GVSR 524094
08A	10C SP	SSW 077525	GVSR 524070
08A	10C SP	SSW 077532	GVSR 524050
08A	10C SP	SSW 077543	GVSR 524034
08A	10C SP	SSW 077544	GVSR 524046
08A	10C SP	SSW 077545	GVSR 524053
08A	10C SP	SSW 077549	GVSR 524059
08A	10C SP	SSW 077551	GVSR 524048
08A	10C SP	SSW 077553	GVSR 524063
08A	10C SP	SSW 077567	GVSR 524066
08A	10C SP	SSW 077578	GVSR 524091
08A	10C SP	SSW 077580	GVSR 524078
08A	10C SP	SSW 077587	GVSR 524068
08A	10C SP	SSW 077592	GVSR 524084
08A	10C SP	SSW 077593	GVSR 524092
08A	10C SP	SSW 077597	GVSR 524080
08A	10C SP	SSW 077598	GVSR 524121
08A	10C SP	SSW 077604	GVSR 524079
08A	10C SP	SSW 077614	GVSR 524023
08A	10C SP	SSW 077621	GVSR 524069
08A	10C SP	SSW 077624	GVSR 524076
08A	10C SP	SSW 077629	GVSR 524125
08A	10C SP	SSW 077640	GVSR 524085

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 077641	GVSR 524098
08A	10C SP	SSW 077645	GVSR 524073
08A	10C SP	SSW 077648	GVSR 524060
08A	10C SP	SSW 077711	GVSR 520028
08A	10C SP	SSW 077719	GVSR 520024
08A	10C SP	SSW 077722	GVSR 520030
08A	10C SP	SSW 077732	GVSR 520021
08A	10C SP	SSW 077752	GVSR 520023
08A	10C SP	SSW 077766	GVSR 520032
08A	10C SP	SSW 077786	GVSR 520019
08A	10C SP	SSW 077788	GVSR 520022
08A	10C SP	SSW 077807	GVSR 520029
08A	10C SP	SSW 077818	GVSR 520020
08A	10C SP	SSW 077821	GVSR 520017
08A	10C SP	SSW 077848	GVSR 520031
08A	10C SP	SSW 077851	GVSR 520026
08A	10C SP	SSW 077854	GVSR 520025
08A	10C SP	SSW 077860	GVSR 520027
08A	10C SP	SSW 077872	GVSR 520018
08A	10C SP	SSW 077893	GVSR 520034
08A	10C SP	SSW 077915	GVSR 521016
08A	10C SP	SSW 077917	GVSR 521012
08A	10C SP	SSW 077925	GVSR 521011
08A	10C SP	SSW 077934	GVSR 521015
08A	10C SP	SSW 077936	GVSR 521014
08A	10C SP	SSW 077959	GVSR 521013
08A	10C SP	SSW 077972	GVSR 521010
08A	10C SP	SSW 078620	GVSR 533029
08A	10C SP	SSW 078709	GVSR 533023
08A	10C SP	SSW 078797	GVSR 533028
08A	10C SP	SSW 078799	GVSR 533015
08A	10C SP	SSW 078854	GVSR 533027
08A	10C SP	SSW 078859	GVSR 533026
08A	10C SP	SSW 078897	GVSR 533025
08A	10C SP	SSW 079339	GVSR 512041
08A	10C SP	SSW 079355	GVSR 512034
08A	10C SP	SSW 079367	GVSR 512035
08A	10C SP	SSW 079600	GVSR 525016
08A	10C SP	SSW 079614	GVSR 525010
08A	10C SP	SSW 079621	GVSR 525023
08A	10C SP	SSW 079626	GVSR 525033
08A	10C SP	SSW 079651	GVSR 525045
08A	10C SP	SSW 079656	GVSR 525031
08A	10C SP	SSW 079659	GVSR 525032
08A	10C SP	SSW 079672	GVSR 525019
08A	10C SP	SSW 079680	GVSR 525015
08A	10C SP	SSW 079692	GVSR 525046
08A	10C SP	SSW 079850	GVSR 518038

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
08A	10C SP	SSW 079900	GVSR 525029
08A	10C SP	SSW 079912	GVSR 525034
08A	10C SP	SSW 079917	GVSR 525018
08A	10C SP	SSW 079935	GVSR 525042
08A	10C SP	SSW 079942	GVSR 525038
08A	10C SP	SSW 079946	GVSR 525037
08A	10C SP	SSW 079962	GVSR 525026
08A	10C SP	SSW 079965	GVSR 525025
08A	10C SP	SSW 079985	GVSR 525039
194			
11B	05A2 SP	SP 228500	VCY 172248
11B	05A2 SP	SP 228504	VCY 172245
11B	05A2 SP	SP 228505	VCY 172273
11B	05A2 SP	SP 228511	VCY 172171
11B	05A2 SP	SP 228512	VCY 172205
11B	05A2 SP	SP 228514	VCY 172184
11B	05A2 SP	SP 228519	VCY 172212
11B	05A2 SP	SP 228520	VCY 172289
11B	05A2 SP	SP 228533	VCY 172201
11B	05A2 SP	SP 228537	VCY 172264
11B	05A2 SP	SP 228545	VCY 172262
11B	05A2 SP	SP 228549	VCY 172223
11B	05A2 SP	SP 228550	VCY 172227
11B	05A2 SP	SP 228552	VCY 172215
11B	05A2 SP	SP 228554	VCY 172196
11B	05A2 SP	SP 228556	VCY 172272
11B	05A2 SP	SP 228559	VCY 172247
11B	05A2 SP	SP 228562	VCY 172220
11B	05A2 SP	SP 228568	VCY 172224
11B	05A2 SP	SP 228571	VCY 172198
11B	05A2 SP	SP 228582	VCY 172291
11B	05A2 SP	SP 228589	VCY 172243
11B	05A2 SP	SP 228591	VCY 172233
11B	05A2 SP	SP 228596	VCY 172249
11B	05A2 SP	SP 228599	VCY 172261
11B	05A2 SP	SP 228602	VCY 172176
11B	05A2 SP	SP 228604	VCY 172265
11B	05A2 SP	SP 228624	VCY 172235
11B	05A2 SP	SP 228629	VCY 172178
11B	05A2 SP	SP 228647	VCY 172174
11B	05A2 SP	SP 228651	VCY 172282
11B	05A2 SP	SP 228664	VCY 172194
11B	05A2 SP	SP 228667	VCY 172199
11B	05A2 SP	SP 228672	VCY 172183
11B	05A2 SP	SP 228679	VCY 172195
11B	05A2 SP	SP 228688	VCY 172231
11B	05A2 SP	SP 228690	VCY 172193

SCHEDULE I

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
11B	05A2 SP	SP 228719	VCY 172186
11B	05A2 SP	SP 228737	VCY 172234
11B	05A2 SP	SP 228738	VCY 172269
11B	05A2 SP	SP 228748	VCY 172226
11B	05A2 SP	SP 228760	VCY 172214
11B	05A2 SP	SP 228771	VCY 172206
11B	05A2 SP	SP 228784	VCY 172165
11B	05A2 SP	SP 228788	VCY 172209
11B	05A2 SP	SP 228796	VCY 172161
11B	05A2 SP	SP 228807	VCY 172236
11B	05A2 SP	SP 228814	VCY 172255
11B	05A2 SP	SP 228827	VCY 172230
11B	05A2 SP	SP 228829	VCY 172180
11B	05A2 SP	SP 228840	VCY 172189
11B	05A2 SP	SP 228842	VCY 172288
11B	05A2 SP	SP 228843	VCY 172166
11B	05A2 SP	SP 228849	VCY 172192
11B	05A2 SP	SP 228864	VCY 172228
11B	05A2 SP	SP 228867	VCY 172251
11B	05A2 SP	SP 228870	VCY 172162
11B	05A2 SP	SP 228874	VCY 172168
11B	05A2 SP	SP 228878	VCY 172170
11B	05A2 SP	SP 228896	VCY 172197
11B	05A2 SP	SP 228897	VCY 172181
11B	05A2 SP	SP 228901	VCY 172187
11B	05A2 SP	SP 228902	VCY 172167
11B	05A2 SP	SP 228914	VCY 172210
11B	05A2 SP	SP 228916	VCY 172179
11B	05A2 SP	SP 228919	VCY 172211
11B	05A2 SP	SP 228929	VCY 172169
11B	05A2 SP	SP 228932	VCY 172182
11B	05A2 SP	SP 228933	VCY 172163
11B	05A2 SP	SP 228946	VCY 172173
11B	05A2 SP	SP 228947	VCY 172208
11B	05A2 SP	SP 228962	VCY 172172
11B	05A2 SP	SP 228968	VCY 172271
11B	05A2 SP	SP 228972	VCY 172159
11B	05A2 SP	SP 228990	VCY 172175
11B	05A2 SP	SP 228996	VCY 172268
11B	05A2 SP	SP 228997	VCY 172281
11B	05A2 SP	SP 228999	VCY 172191
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15A	05B2 SP	SSW 062633	VCY 142037
15A	05B2 SP	SSW 062636	VCY 142029
15A	05B2 SP	SSW 062638	VCY 142035
15A	05B2 SP	SSW 062648	VCY 142034
15A	05B2 SP	SSW 062656	VCY 142021

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
15A	05B2 SP	SSW 062665	VCY 142038
15A	05B2 SP	SSW 062666	VCY 142040
15A	05B2 SP	SSW 062668	VCY 142032
15A	05B2 SP	SSW 062673	VCY 142039
15A	05B2 SP	SSW 062685	VCY 142031
15A	05B2 SP	SSW 062690	VCY 142041
15A	05B2 SP	SSW 062706	VCY 142028
15A	05B2 SP	SSW 062712	VCY 142033
15A	05B2 SP	SSW 062716	VCY 142027
15A	05B2 SP	SSW 062719	VCY 142030
15A	05B2 SP	SSW 062722	VCY 142036
15A	05B2 SP	SSW 062736	VCY 147004
15A	05B2 SP	SSW 062745	VCY 147005
15A	05B2 SP	SSW 062760	VCY 147000
15A	05B2 SP	SSW 062766	VCY 147002
15A	05B2 SP	SSW 062813	VCY 147003
15A	05B2 SP	SSW 062816	VCY 147001
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16C	05A3 SP	SP 228501	VCY 172384
16C	05A3 SP	SP 228553	VCY 172412
16C	05A3 SP	SP 228557	VCY 172409
16C	05A3 SP	SP 228561	VCY 172345
16C	05A3 SP	SP 228563	VCY 172407
16C	05A3 SP	SP 228565	VCY 172379
16C	05A3 SP	SP 228569	VCY 172383
16C	05A3 SP	SP 228579	VCY 172389
16C	05A3 SP	SP 228586	VCY 172380
16C	05A3 SP	SP 228587	VCY 172346
16C	05A3 SP	SP 228595	VCY 172348
16C	05A3 SP	SP 228614	VCY 172367
16C	05A3 SP	SP 228618	VCY 172420
16C	05A3 SP	SP 228619	VCY 172428
16C	05A3 SP	SP 228622	VCY 172381
16C	05A3 SP	SP 228645	VCY 172342
16C	05A3 SP	SP 228650	VCY 172429
16C	05A3 SP	SP 228657	VCY 172385
16C	05A3 SP	SP 228666	VCY 172399
16C	05A3 SP	SP 228671	VCY 172416
16C	05A3 SP	SP 228673	VCY 172418
16C	05A3 SP	SP 228682	VCY 172339
16C	05A3 SP	SP 228687	VCY 172423
16C	05A3 SP	SP 228698	VCY 172396
16C	05A3 SP	SP 228726	VCY 172338
16C	05A3 SP	SP 228729	VCY 172386
16C	05A3 SP	SP 228740	VCY 172349
16C	05A3 SP	SP 228791	VCY 172391
16C	05A3 SP	SP 228811	VCY 172425

SCHEDULE 1

LEASE SCHED	DISPO	OLD CAR NO.	NEW CAR NO.
16C	05A3 SP	SP 228812	VCY 172406
16C	05A3 SP	SP 228865	VCY 172393
16C	05A3 SP	SP 228883	VCY 172343
16C	05A3 SP	SP 228884	VCY 172430
16C	05A3 SP	SP 228895	VCY 172392
16C	05A3 SP	SP 228904	VCY 172404
16C	05A3 SP	SP 228909	VCY 172427
16C	05A3 SP	SP 228911	VCY 172421
16C	05A3 SP	SP 228937	VCY 172390
16C	05A3 SP	SP 228943	VCY 172403
16C	05A3 SP	SP 228950	VCY 172405
16C	05A3 SP	SP 228953	VCY 172400
16C	05A3 SP	SP 228983	VCY 172415

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TOTAL CARS: 429

LEASE SCHED	OLD CAR NO.	NEW CAR NO.
07B	SP 508486	GVSR 461038
07B	SP 508779	GVSR 461018
07B	SP 508821	GVSR 461014
07B	SP 509342	GVSR 450042
07B	SP 509621	GVSR 459032

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08A	SP 496214	GVSR 518058
08A	SP 496232	GVSR 518060
08A	SP 496265	GVSR 518061
08A	SP 496377	GVSR 512046
08A	SSW 070696	GVSR 512045
08A	SSW 073507	GVSR 527040
08A	SSW 073610	GVSR 527042
08A	SSW 073632	GVSR 527036
08A	SSW 073720	GVSR 527033
08A	SSW 073728	GVSR 527043
08A	SSW 073760	GVSR 527030
08A	SSW 073766	GVSR 527028
08A	SSW 073831	GVSR 527046
08A	SSW 073836	GVSR 527044
08A	SSW 073841	GVSR 527032
08A	SSW 073873	GVSR 527029
08A	SSW 073881	GVSR 527038
08A	SSW 073888	GVSR 527045
08A	SSW 074149	GVSR 528026
08A	SSW 074174	GVSR 528025
08A	SSW 074187	GVSR 528024
08A	SSW 074203	GVSR 528027
08A	SSW 074211	GVSR 528023
08A	SSW 074213	GVSR 528051
08A	SSW 074236	GVSR 528048
08A	SSW 074286	GVSR 528042
08A	SSW 074349	GVSR 528034
08A	SSW 074366	GVSR 528031
08A	SSW 074411	GVSR 528032
08A	SSW 074548	GVSR 530095
08A	SSW 074558	GVSR 530109
08A	SSW 074587	GVSR 530099
08A	SSW 074595	GVSR 530106
08A	SSW 074613	GVSR 530102
08A	SSW 076206	GVSR 525047
08A	SSW 076231	GVSR 525040
08A	SSW 076292	GVSR 525055

Schedule 1

LEASE SCHED	OLD CAR NO.	NEW CAR NO.
08A	SSW 077215	GVSR 524090
08A	SSW 077228	GVSR 524104
08A	SSW 077231	GVSR 524122
08A	SSW 077254	GVSR 524072
08A	SSW 077286	GVSR 524097
08A	SSW 077287	GVSR 524095
08A	SSW 077344	GVSR 524113
08A	SSW 077355	GVSR 524109
08A	SSW 077360	GVSR 524108
08A	SSW 077446	GVSR 524110
08A	SSW 077518	GVSR 524111
08A	SSW 077547	GVSR 524123
08A	SSW 077609	GVSR 524112
08A	SSW 077610	GVSR 524103
08A	SSW 077710	GVSR 520033
08A	SSW 077759	GVSR 520036
08A	SSW 077918	GVSR 521017
08A	SSW 078701	GVSR 533030
08A	SSW 079611	GVSR 525043
08A	SSW 079977	GVSR 525028
08A	SSW 079986	GVSR 525049

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11B	SP 228540	VCY 172190
11B	SP 228547	VCY 172177

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13A	SP 605009	GVSR 132035
13A	SP 605010	GVSR 132037
13A	SP 605017	GVSR 132041
13A	SP 605018	GVSR 132031
13A	SP 605022	GVSR 132043
13A	SP 605032	GVSR 132044
13A	SP 605034	GVSR 132046
13A	SP 605039	GVSR 132047
13A	SP 605058	GVSR 132049
13A	SP 605064	GVSR 132016
13A	SP 605066	GVSR 132111
13A	SP 605074	GVSR 132032
13A	SP 605079	GVSR 132005
13A	SP 605089	GVSR 132119
13A	SP 605096	GVSR 132038
13A	SP 605136	GVSR 132050

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LEASE SCHED	OLD CAR NO.	NEW CAR NO.
13A	SP 605148	GVSR 132109
13A	SP 605149	GVSR 132105
13A	SP 605159	GVSR 132096
13A	SP 605167	GVSR 132023
13A	SP 605178	GVSR 132025
13A	SP 605191	GVSR 132123
13A	SP 605195	GVSR 132036
13A	SP 605211	GVSR 132024
13A	SP 605226	GVSR 132034
13A	SP 605233	GVSR 132053
13A	SP 605238	GVSR 132054
13A	SP 605257	GVSR 132103
13A	SP 605283	GVSR 132122
13A	SP 605285	GVSR 132056
13A	SP 605288	GVSR 132052
13A	SP 605304	GVSR 134092
13A	SP 605313	GVSR 134028
13A	SP 605314	GVSR 134074
13A	SP 605345	GVSR 134075
13A	SP 605369	GVSR 134029
13A	SP 605382	GVSR 134012
13A	SP 605404	GVSR 134037
13A	SP 605408	GVSR 134085
13A	SP 605446	GVSR 134038
13A	SP 605464	GVSR 134080
13A	SP 605529	GVSR 134087
13A	SP 605536	GVSR 134083
13A	SP 605540	GVSR 134088

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15A	SP 664233	VCY 144064
15A	SP 664237	VCY 144051
15A	SP 664258	VCY 144067
15A	SP 664263	VCY 144052
15A	SP 664271	VCY 144050
15A	SSW 062727	VCY 147012
15A	SSW 062729	VCY 147008
15A	SSW 062731	VCY 147006
15A	SSW 062738	VCY 147024
15A	SSW 062754	VCY 147027
15A	SSW 062755	VCY 147018
15A	SSW 062758	VCY 147015
15A	SSW 062765	VCY 147007
15A	SSW 062769	VCY 147020

LEASE SCHED	OLD CAR NO.	NEW CAR NO.
15A	SSW 062770	VCY 147021
15A	SSW 062771	VCY 147019
15A	SSW 062773	VCY 147022
15A	SSW 062775	VCY 147009
15A	SSW 062780	VCY 147026
15A	SSW 062789	VCY 147028
15A	SSW 062793	VCY 147013
15A	SSW 062796	VCY 147017
15A	SSW 062797	VCY 147014
15A	SSW 062801	VCY 147010
15A	SSW 062803	VCY 147011
15A	SSW 062806	VCY 147023
15A	SSW 062811	VCY 147016
15A	SSW 062815	VCY 147025

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16C	SP 227718	VCY 143005
16C	SP 227742	VCY 143001
16C	SP 227785	VCY 143004
16C	SP 227914	VCY 143015
16C	SP 228016	VCY 143007
16C	SP 228029	VCY 143002
16C	SP 228104	VCY 143003
16C	SP 228173	VCY 143018
16C	SP 228605	VCY 172432
16C	SP 228702	VCY 172431
16C	SSW 061204	VCY 142505
16C	SSW 061303	VCY 142506
16C	SSW 061340	VCY 142501
16C	SSW 061472	VCY 142504
16C	SSW 061483	VCY 142502
16C	SSW 061533	VCY 142503
16C	SSW 061583	VCY 142512
16C	SSW 061640	VCY 142500

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TOTAL CARS: 155